

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 fax 503 684 7553

RECORDATION NO. 19320-6 FILED

MAY 2 '97

9-53 AM

April 23, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are one (1) original and three (3) photocopies of a Memorandum of Lease Agreement with Schedule No. 4 dated as of April 20, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of May 3, 1994 which was duly filed and recorded on March 27, 1995 and assigned Recordation Number 19320.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: GWI Leasing Corporation  
71 Lewis Street  
Greenwich, CT 06830

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BOARD

MAY 2 9 53 AM '97

Mr. Vernon A. Williams

April 23, 1997

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A description of the railroad equipment covered by the enclosed document is:

Approximately forty-five (45) 100-ton plain gondola railcars, some of which will be 42 feet or 52 feet in length bearing marks and numbers WPRR 24000 through WPRR 24002 and WPRR 24058 through WPRR 24099, inclusive.

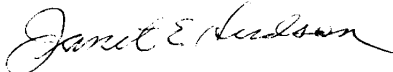
Also enclosed is a payment of \$24 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement with Schedule No. 4 dated as of April 20, 1995 for approximately forty-five (45) 100-ton plain gondola railcars, some of which will be 42 feet or 52 feet in length bearing marks and numbers WPRR 24000 through WPRR 24002 and WPRR 24058 through WPRR 24099, inclusive.

Sincerely,



Janet E. Hudson  
Assistant to the  
Executive Vice President

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

RCV BY: BALL JANIK LLP

112- 3-96 ; 6:16PM ;

CCITT ECM+

Ball Janik DC: # 8

RECORDATION NO. 19320-B FILED

MAY 2 '97

9-53AM

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER RAILCAR, INC. ("LESSOR")**

**AND**

**GWJ LEASING CORPORATION ("LESSEE")**

**MAY 3, 1994**

**SCHEDULE NO. 4 DATED APRIL 20, 1995**

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Memorandum of a Lease Agreement made and entered into as of May 3, 1994 with Schedule No. 4 dated as of April 20, 1995 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and GWI Leasing Corporation, a Delaware corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor approximately forty-five (45) 100-ton plain gondola railcars, some of which will be 42 feet or 52 feet in length bearing marks and numbers WPRR 24000 through WPRR 24002 and WPRR 24058 through WPRR 24099, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norris M. Webb

Title: Vice President

LESSEE: GWI LEASING CORPORATION

By: [Signature]

Title: Treasurer

STATE OF OREGON                    )  
  ) ss.  
COUNTY OF CLACKAMAS            )

On this 18<sup>th</sup> day of April, 1997, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF CONNECTICUT                    )  
  ) ss.  
COUNTY OF FAIRFIELD                    )

On this 27<sup>th</sup> day of March, 1997, before me personally appeared Mark W. Hastings to me personally known, who being by me duly sworn, says that he is the Treasurer of GW Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]  
NOTARY PUBLIC

My commission expires:

MY COMMISSION EXPIRES FEBRUARY 22, 1998

L95\L042051.GWI



Interstate Commerce Commission  
Washington, D.C. 20423-0001

3/27/95

Office Of The Secretary

Janet E. Hudson  
Administrative Assistant  
The Greenbrier Companies  
One Centerpointe Drive Ste. 200  
Lake Oswego Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/27/95 at 3:35PM, and assigned recordation number(s), 19320 and 19320 A.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

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(0100574019).

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 